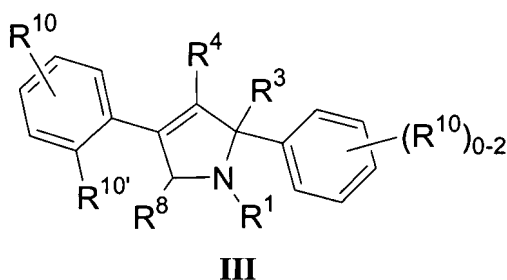


In the claims:

1. (Cancelled)
2. (Cancelled)
3. (Currently Amended) The compound according to ~~Claim 2~~ of the formula III:



or a pharmaceutically acceptable salt or stereoisomer thereof, wherein:

- a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

R¹ is selected from:

- 1) (C=O)O-C₁-C₁₀ alkyl,
- 2) (C=O)O-aryl,
- 3) (C=O)O-C₃-C₈ cycloalkyl, and
- 4) (C=O)O-heterocyclyl,

said alkyl, aryl, cycloalkyl, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R³, R⁴ and R⁸ are independently selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl, and
- 3) C₁-C₆ perfluoroalkyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R¹⁰ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) CO₂H,
- 7) halo,
- 8) CN,
- 9) OH,
- 10) O_bC₁-C₆ perfluoroalkyl,
- 11) O_a(C=O)_bNR¹²R¹³,
- 12) S(O)_mR^a,
- 13) S(O)₂NR¹²R¹³,
- 14) ~~oxo~~,
- 15) CHO,
- 16) ~~(N=O)R¹²R¹³~~, and
- 17) (C=O)_aO_bC₃-C₈ cycloalkyl,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R¹¹;

R^{10'} is halogen;

R¹¹ is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl,

- 2) $\text{O}_r(\text{C}_1\text{-C}_3)\text{perfluoroalkyl}$,
- 3) oxo,
- 4) OH,
- 5) halo,
- 6) CN,
- 7) $(\text{C}_2\text{-C}_{10})\text{alkenyl}$,
- 8) $(\text{C}_2\text{-C}_{10})\text{alkynyl}$,
- 9) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_3\text{-C}_6)\text{cycloalkyl}$,
- 10) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-aryl}$,
- 11) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-heterocyclyl}$,
- 12) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-N(R}^b)_2$,
- 13) C(O)R^a ,
- 14) $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{R}^a$,
- 15) C(O)H ,
- 16) $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{H}$,
- 17) $\text{C(O)N(R}^b)_2$,
- 18) $\text{S(O)}_m\text{R}^a$, and
- 19) $\text{S(O)}_2\text{N(R}^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH, $(\text{C}_1\text{-C}_6)\text{alkoxy}$, halogen, CO_2H , CN, $\text{O(C=O)C}_1\text{-C}_6$ alkyl, oxo, and $\text{N(R}^b)_2$;

R^{12} and R^{13} are independently selected from:

- 1) H,
- 2) $(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}$ alkyl,
- 3) $(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8$ cycloalkyl,
- 4) $(\text{C}=\text{O})\text{O}_b\text{aryl}$,
- 5) $(\text{C}=\text{O})\text{O}_b\text{heterocyclyl}$,
- 6) $\text{C}_1\text{-C}_{10}$ alkyl,
- 7) aryl,
- 8) $\text{C}_2\text{-C}_{10}$ alkenyl,

- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R¹¹, or

R¹² and R¹³ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, and heterocyclyl; and

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a.

4. (Original) The compound according to Claim 3 of the formula III, or the pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

R¹ is (C=O)O-C₁-C₁₀ alkyl,

said alkyl, is optionally substituted with one, two or three substituents selected from R¹⁰;

R³, R⁴ and R⁸ are independently selected from:

- 1) H, and
- 2) C₁-C₁₀ alkyl,

said alkyl is optionally substituted with one or more substituents selected from R¹⁰; and

R¹⁰, R¹¹, R¹², R¹³, R^a and R^b are as described in Claim 3.

5. (original) A compound selected from:

methyl 4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxylate;

allyl 4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxylate;

ethyl 4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxylate;

phenyl 4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxylate;

isopropyl 4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxylate;

2-(dimethylamino)-2-methylpropyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxylate;

2-aminoethyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxylate;

3-aminopropyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxylate;

pyrrolidin-3-yl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxylate;

piperidin-4-yl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxylate;

or a pharmaceutically acceptable salt or stereoisomer thereof.

6. (original) The compound according to Claim 5 which is the TFA salt of a compound selected from:

2-(dimethylamino)-2-methylpropyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxylate;

2-aminoethyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;
3-aminopropyl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate;
pyrrolidin-3-yl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate; and
piperidin-4-yl (2*S*)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1*H*-pyrrole-1-carboxylate.

7. (Currently Amended) A pharmaceutical composition that is comprised of a compound in accordance with Claim ~~4~~ 3 and a pharmaceutically acceptable carrier.

8 - 33. (Cancelled)